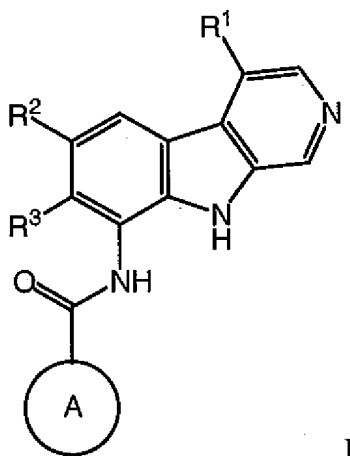


In the Claims:

1. (Previously Amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a morpholinyl ring that is substituted by (i)  $-C(R^9)_3$ ,  $-W-G$ , or  $-G$ , (ii) 0-4  $R^{6b}$  and (iii) 0-1 oxo groups on a ring carbon;

each  $R^{6a}$  is independently selected from  $C_{1-6}$  aliphatic, halo, alkoxy, or amino;

each  $R^{6b}$  is independently selected from  $C_{1-3}$  aliphatic or  $-N(R^7)_2$ , and two  $R^{6b}$  on the same or an adjacent carbon optionally are taken together with the intervening carbon(s) to form a 5-6 membered ring having 1-2 ring heteroatoms selected from N, O or S;

W is  $-Q-$ ,  $-Q-C(O)-$ ,  $-C(R^9)_2-C(R^9)(R^{12})-$ , or  $-C(R^9)_2-[C(R^9)(R^{12})]_2-$ ;

Q is  $-C(R^9)_2-$  or  $-C(R^9)_2C(R^9)_2-$ ;

G is  $-OH$ ,  $-NR^4R^5$ ,  $-N(R^9)CONR^4R^5$ ,  $-N(R^9)SO_2(C_{1-3} \text{ aliphatic})$ ,  $-N(R^9)COCF_3$ ,  $-N(R^9)CO(C_{1-6} \text{ aliphatic})$ ,  $-N(R^9)CO(\text{heterocyclyl})$ ,  $-N(R^9)CO(\text{heteroaryl})$ ,  $-N(R^9)CO(\text{aryl})$ , a 3-7 membered heterocyclyl ring, or a 5-6 membered heteroaryl, wherein each of the heteroaryl, aryl and heterocyclyl moieties of G is optionally substituted by 1-3  $R^{10}$ ;

$R^1$  is hydrogen, halo,  $C_{1-3}$  aliphatic, amino, cyano,  $(C_{1-3} \text{ alkyl})_{1-2}$  amino,  $C_{1-3}$  alkoxy,  $-CONH_2$ ,  $-NHCOCF_3$ , or  $-CH_2NH_2$ ;

$R^2$  is hydrogen, halo,  $C_{1-3}$  aliphatic,  $-CF_3$ ;

$R^3$  is hydrogen, halo,  $C_{1-6}$  aliphatic,  $C_{1-6}$  haloalkyl,  $C_{1-6}$  alkoxy, hydroxy, amino, cyano, or  $(C_{1-6} \text{ alkyl})_{1-2}$  amino;

$R^4$  is hydrogen, 3-7 membered heterocyclyl, or  $C_{1-6}$  aliphatic;

$R^5$  is hydrogen,  $C_{1-6}$  aliphatic group or a 3-7 membered heterocyclic ring having 1-2 ring heteroatoms selected from N, O, or S, wherein  $R^5$  is optionally substituted by halo,  $-OR^7$ ,  $-CN$ ,  $-SR^8$ ,

$-S(O)_2R^8$ ,  $-S(O)_2N(R^7)_2$ ,  $-C(O)R^7$ ,  $-CO_2R^7$ ,  $-N(R^7)_2$ ,  $-C(O)N(R^7)_2$ ,  $-N(R^7)C(O)R^7$ ,  $-N(R^7)CO_2R^8$ , or  $-N(R^7)C(O)N(R^7)_2$ ;

each  $R^7$  is independently selected from hydrogen or  $C_{1-4}$  aliphatic, or two  $R^7$  on the same nitrogen atom are taken together with the nitrogen to form a 5-6 membered heteroaryl or heterocyclyl ring;

each  $R^8$  is independently selected from  $C_{1-4}$  aliphatic;

each  $R^9$  is independently selected from hydrogen or  $C_{1-3}$  aliphatic;

each  $R^{10}$  is independently selected from oxo,  $-R^{11}$ ,  $-T-R^{11}$ , or  $-V-T-R^{11}$ ;

each  $R^{11}$  is independently selected from  $C_{1-6}$  aliphatic, halo,  $-S(O)_2N(R^7)_2$ ,  $-OR^7$ ,  $-CN$ ,  $-SR^8$ ,  $-S(O)_2R^8$ ,  $-C(O)R^7$ ,  $-CO_2R^7$ ,  $-N(R^7)_2$ ,  $-C(O)N(R^7)_2$ ,  $-N(R^7)C(O)R^7$ ,  $-N(R^7)CO_2R^7$ , or  $-N(R^7)C(O)N(R^7)_2$ ;

T is a straight or branched  $C_{1-4}$  alkylene chain;

V is  $-O-$ ,  $-N(R^7)-$ ,  $-S-$ ,  $-S(O)-$ ,  $-S(O)_2-$ ,  $-C(O)-$ , or  $-CO_2-$ ; and

$R^{12}$  is hydrogen,  $C_{1-6}$  aliphatic, substituted or unsubstituted phenyl, substituted or unsubstituted benzyl.

Claims 2-8. (Previously canceled)

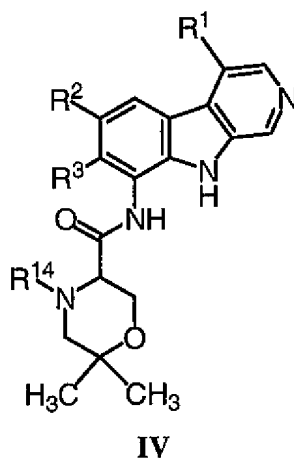
9. (Previously Amended) The compound of claim 1 where the  $-W-G$  or  $-C(R^9)_3$  substituent on Ring A is ortho to the position where the beta-carboline portion is attached.

Claims 10-16. (Previously canceled)

17. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

18-27. (Previously canceled)

28. (Original) A compound of formula IV:



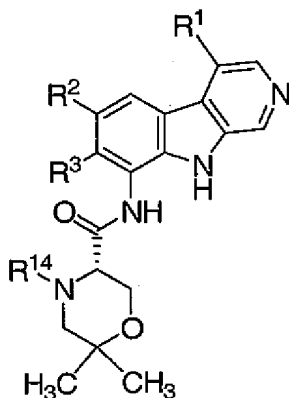
where R<sup>14</sup> is an amino protecting group or hydrogen;

R<sup>1</sup> is hydrogen, halo, C<sub>1-3</sub> aliphatic, amino, cyano, (C<sub>1-3</sub> alkyl)<sub>1-2</sub> amino, C<sub>1-3</sub> alkoxy, -CONH<sub>2</sub>, -NHCOCF<sub>3</sub>, or -CH<sub>2</sub>NH<sub>2</sub>;

R<sup>2</sup> is hydrogen, halo, C<sub>1-3</sub> aliphatic, -CF<sub>3</sub>; and

R<sup>3</sup> is hydrogen, halo, C<sub>1-6</sub> aliphatic, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, hydroxy, amino, cyano, or (C<sub>1-6</sub> alkyl)<sub>1-2</sub> amino.

29. (Previously amended) The compound of claim 28, wherein the compound is represented by formula (S)-IV:



30-34. (Previously canceled).